

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

In re:

Peabody Energy Corporation, et al.,  
Debtors<sup>1</sup>.

Case No. 16-42529

CHAPTER 11

(Joint Administration Requested)

Hearing Date and Time:  
TBD

Hearing Location:  
TBD

**MOTION OF THE DEBTORS AND DEBTORS IN POSSESSION, PURSUANT TO  
SECTION 105(a) OF THE BANKRUPTCY CODE, FOR AN ORDER (I) CONFIRMING  
THE PROTECTIONS OF SECTIONS 362, 365 AND 525 OF THE BANKRUPTCY CODE  
AND (II) GRANTING CERTAIN RELATED RELIEF**

Peabody Energy Corporation ("PEC") and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), hereby move this Court, pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), for an order: (a) confirming the application of (i) the automatic stay provisions of section 362 of the Bankruptcy Code; (ii) the anti-termination and anti-modification provisions of section 365 of the Bankruptcy Code; and (iii) the anti-discrimination provisions of section 525 of the Bankruptcy Code (collectively, the "Code Protections"); and (b) approving a procedure to expeditiously address violations of the Code Protections, and in support thereof, respectfully represent as follows:<sup>2</sup>

---

<sup>1</sup> The Debtors and their employer identification numbers are listed on Schedule 1 attached hereto. The addresses for each of the Debtors are set forth in the Debtors' chapter 11 petitions.

<sup>2</sup> A copy of the proposed order will be made available on the Debtors' case website at <http://www.kccllc.net/peabody>.

**Jurisdiction and Venue**

1. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**Background**

2. On April 13, 2016 (the "Petition Date"), the Debtors commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. Debtor PEC is a Delaware corporation headquartered in St. Louis, Missouri. PEC was incorporated in 1998 and became a public company in 2001. Each of the other Debtors is a wholly-owned direct or indirect subsidiary of PEC.

4. PEC is the world's largest private-sector coal company (by volume), with 26 active coal mining operations located in the United States and Australia. The Debtors' domestic mines produce and sell thermal coal, which is primarily purchased by electricity generators. PEC's Australian operations mine both thermal and metallurgical coal, a majority of which is exported to international customers. As of December 31, 2015, Debtor PEC and its subsidiaries' property holdings include 6.3 billion tons of proven and probable coal reserves and approximately 500,000 acres of surface property through ownership and lease agreements. In the United States alone, as of December 31, 2015, the Debtors held an estimated 5.5 billion tons of proven and probable coal reserves, and the Debtors generated sales of approximately 180

million tons of coal. In addition to its mining operations, the Debtors market and broker coal from other coal producers across the United States, Australia, Europe and Asia.

5. The Debtors operate in a competitive and highly regulated industry that has experienced strong headwinds and precipitously declining demand and pricing in recent years due to the rise of low priced alternative energy sources – including an abundance of natural gas. Combined with these factors, slowing global economic growth drove a wide range of goods prices lower in 2015 and resulted in the largest broad market decline since 1991. Indeed, demand from electric utilities in the United States alone declined approximately 110 million tons in 2015. These market conditions, in connection with lower realized pricing in the United States and Australia, resulted in a 21.0 million ton decline in the Debtors' and their non-debtor subsidiaries' coal sales during 2015. As a result of these challenges, several large United States coal companies have filed for chapter 11 protection in recent years.

6. A comprehensive description of the Debtors' businesses and operations, capital structure and the events leading to the commencement of these chapter 11 cases can be found in the Declaration of Amy Schwetz, Executive Vice President and Chief Financial Officer of Debtor PEC, in Support of First Day Motions of Debtors and Debtors in Possession (the "First Day Declaration"), which was filed contemporaneously herewith and is incorporated herein by reference.

### **Argument**

7. As set forth in detail below, the Code Protections are fundamental debtor protections that take effect immediately upon a bankruptcy filing. The extensive and highly regulated nature of the Debtors' businesses, the Debtors' need for, and reliance upon, among other things, contract parties continuing to perform their obligations and the Debtors' interactions with parties who may be unfamiliar with, are mistaken regarding or who simply ignore the Code

Protections require that an order confirming these protections be entered by this Court to maximize value for stakeholders. Furthermore, to ensure that any violations of the Code Protections do not disrupt the Debtors' businesses, the Debtors are seeking approval of a process to promptly adjudicate any such violations to the extent not otherwise resolved.

***The Protections of Sections 362, 365 and 525 of the Bankruptcy Code***

8. The Court's general equitable powers are codified in section 105(a) of the Bankruptcy Code. Under section 105(a) of the Bankruptcy Code, the Court has expansive equitable powers to fashion any order or decree that is in the interest of preserving or protecting the value of the Debtors' assets. See, e.g., Otoe Cnty. Nat'l Bank v. Easton (In re Easton), 882 F.2d 312, 315 (8th Cir. 1989) ("Section 105(a) of the Bankruptcy Code provides bankruptcy courts with broad general powers to grant such relief as is necessary to effectuate the provisions of the Bankruptcy Code."); Bird v. Crown Convenience (In re NWFX, Inc.), 864 F.2d 588, 590 (8th Cir. 1988) ("The overriding consideration in bankruptcy, however, is that equitable principles govern.").

9. As a result of the commencement of the Debtors' chapter 11 cases, the automatic stay imposed pursuant to section 362 of the Bankruptcy Code enjoins (subject to certain exceptions) all persons and all governmental units from, among other things: (a) commencing or continuing any judicial, administrative or other proceeding against the Debtors that was or could have been commenced before the Debtors' chapter 11 cases were commenced; (b) recovering upon a claim against any of the Debtors that arose prior to the commencement of the Debtors' chapter 11 cases; (c) taking any action to collect, assess or recover a claim against any of the Debtors that arose before the commencement of these chapter 11 cases; and (d) acting to obtain possession of, or exercise control over, property of the Debtors' estates. See 11 U.S.C. §§ 362(a)(1), (3), (6).

10. Section 365 of the Bankruptcy Code prohibits all parties to executory contracts or unexpired leases with any Debtors from, among other things, modifying or terminating such contracts or leases, or any right or obligation under such contracts or leases, at any time after the commencement of these cases solely because of a provision in any such contract or lease that is conditioned on, among other things: (a) the insolvency or financial condition of a Debtor at any time before the closing of the Debtors' chapter 11 cases; or (b) the commencement of the Debtors' chapter 11 cases. See 11 U.S.C. § 365(e)(1).

11. In addition, section 525(a) of the Bankruptcy Code prohibits and enjoins any and all governmental units from, among other things: (a) denying, revoking, suspending or refusing to renew any permit, license, charter, franchise or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these chapter 11 cases or are insolvent during the pendency of these chapter 11 cases or have not paid a dischargeable debt. See 11 U.S.C. § 525(a).

12. Each of the Code Protections is self-executing and, collectively, they constitute fundamental debtor protections that, in combination with other provisions of the Bankruptcy Code, provide the Debtors with the "breathing spell" that is essential to the Debtors' ability to position themselves to maximize value to stakeholders. See, e.g., Farley v. Henson, 2 F.3d 273, 274 (8th Cir. 1993) ("the purpose of the automatic stay is to give the debtor a breathing spell from his creditors in which he may attempt a repayment or reorganization plan.") (internal quotations and citations omitted); In re Fine, 285 B.R. 700, 702 (Bankr. D. Minn. 2002) ("The primary purpose of the automatic stay is to give the debtor a breathing spell from his creditors, to stop all collection efforts, stop all harassment of a debtor seeking relief and to

maintain the status quo between the debtor and his creditors . . ."). See also FCC v. NextWave Pers. Commc'ns Inc., 537 U.S. 293, 307 (2003) ("The government is not to revoke a bankruptcy debtor's license [under section 525(a) of the Bankruptcy Code] solely because of a failure to pay his debts.").

13. The protections in these provisions extend to protect a debtor's property, contracts and regulatory rights and privileges wherever they are located and by whomever held. See, e.g., NextWave Pers. Commc'ns, 537 U.S. at 308 (pursuant to section 525(a) of the Bankruptcy Code, the Federal Communications Commission could not cancel a debtor's broadcasting license due to non-payment of licensing fees during the bankruptcy process); Underwood v. Hilliard (In re Rimsat, Ltd.), 98 F.3d 956, 961 (7th Cir. 1996) (bankruptcy court's in rem jurisdiction over property of the estate permits injunctions against foreign proceedings pursuant to the automatic stay); Sec. Investor Prot. Corp. v. Bernard L. Madoff Inv. Sec., LLC, 474 B.R. 76, 82 (S.D.N.Y. 2012) ("[A]s numerous judicial opinions explain, 'the automatic stay applies extraterritorially.'" (quoting In re McLean Indus., Inc., 74 B.R. 589, 601 (Bankr. S.D.N.Y. 1987))); In re Chiles Power Supply Co., Inc., 264 B.R. 533, 540-41 (Bankr. W.D. Mo. 2001) ("A creditor's action in a foreign court poses a direct threat to the bankruptcy estate if it threatens to deplete the estate."). See also 11 U.S.C. § 541(a) ("The commencement of a case under section 301 . . . of this title creates an estate. Such estate is comprised of all the following property, wherever located and by whomever held . . .") (emphasis added).

14. Moreover, "contract rights . . . are widely recognized as property of the bankruptcy estate." Official Comm. of Unsecured Creditors v. Sharp Elecs. Corp. (In re Phelps Techs., Inc.), 245 B.R. 858, 865 (Bankr. W.D. Mo. 2000) (citing Stingley v. AlliedSignal, Inc. (In re Libby Intl'l Inc.), 240 B.R. 375, 378 (Bankr. W.D. Mo. 1999)); see Hutchins v. Fordyce

Bank & Trust Co. (In re Hutchins), 216 B.R. 1, 7 (Bankr. E.D. Ark. 1997) (holding that contract rights are property of the estate); In re Am. Cent. Airlines, 52 B.R. 567, 570 (Bankr. N.D. Iowa. 1985) ("Contractual rights constitute intangible property which is included within the definition of property of the estate."); In re Wegner Farms Co., 49 B.R. 440, 443 (Bankr. N.D. Iowa 1985) (same). See also U.S. Bank Trust Nat'l Assn. v. AMR Corp. (In re AMR Corp.), 730 F.3d 88, 102-03 (2d Cir. 2013) (finding that contract rights are property of the estate); In re Enron Corp., 300 B.R. 201, 212 (Bankr. S.D.N.Y. 2003) (finding that "[c]ourts have consistently held that contract rights are property of the estate.") (quoting In re Elder-Beerman Stores Corp., 195 B.R. 1019, 1023 (Bankr. S.D. Ohio 1996)); In re EBC I, Inc. v. Am. Online, Inc. (In re EBC I, Inc.), 356 B.R. 631, 639 (Bankr. D. Del. 2006) (same).

15. Accordingly, any actions by third parties to modify or terminate contracts are prohibited absent court approval or express statutory exceptions. United States ex rel. U.S. Postal Serv. v. Dewey Freight Sys., Inc., 31 F.3d 620, 624-25 (8th Cir. 1994) ("After a debtor commences a Chapter 11 proceeding, but before executory contracts are assumed or rejected under § 365(a), those contracts remain in existence, enforceable by the debtor but not against the debtor.") (emphasis in original); In re Gilbertson's Rests. LLC, No. 04-00385, 2004 WL 1724880, at \*2 (Bankr. N.D. Iowa May 25, 2004) (same). See also NLRB v. Bildisco & Bildisco, 465 U.S. 513, 531 (1984) (holding that while the debtor may enforce the terms of the contract against the creditor, the creditor is "precluded from . . . enforcing the contract terms" of an executory contract prior to assumption by the debtor), superseded by statute on other grounds, Pub. L. No. 98-353, § 541(a), 98 Stat. 390 (July, 10, 1984) Codified at 11 U.S.C. § 1113; Hutchins, 216 B.R. at 7 ("Indeed, the Supreme Court[, in Bildisco,] has noted that until the time period under section 365(a) expires, the terms of an executory contract are even unenforceable against the debtor.").

16. Notwithstanding the self-executing and global nature of the Code Protections, not all parties affected or potentially affected by the commencement of a chapter 11 case are aware of, comprehensively understand or will abide by these provisions. Experience has shown that it is often necessary to advise third parties of the existence, scope and effect of sections 362, 365 and 525 of the Bankruptcy Code through a separate order. For these reasons, it is both appropriate and common for a bankruptcy court to issue an order confirming the Code Protections.

17. Such an order is appropriate in the Debtors' chapter 11 cases because the Debtors' mining operations are particularly dependent upon, among other things, (a) the permits and other regulatory rights protected by section 525 of the Bankruptcy Code and (b) the uninterrupted performance by counterparties to contracts with the Debtors (including contractual relationships with foreign entities operating in foreign jurisdictions). The Debtors believe that many of the entities subject to the Code Protections may be unaware of or misapprehend the scope of the protection these sections provide to the Debtors. Accordingly, the Debtors respectfully request that this Court issue an order that confirms the applicability of the Code Protections. The Debtors believe that the existence of such an order, which the Debtors will be able to transmit to affected parties, will both maximize the protections afforded by sections 362, 365 and 525 of the Bankruptcy Code and facilitate a smooth and orderly transition into chapter 11. The Debtors, therefore, request that this Court grant the requested relief.

18. Relief similar to that requested in this Motion has been granted in chapter 11 cases in this and other districts. See, e.g., In re Noranda Aluminum, Inc., No. 16-10083 (Bankr. E.D. Mo. Feb. 11, 2016) (Docket No. 102); In re Arch Coal, Inc., No. 16-40120 (Bankr. E.D. Mo. Jan. 1, 2016) (Docket No. 70); accord In re Atna Res., Inc., No. 15-22848 (Bankr. D. Colo. Nov. 20, 2015) (Docket No. 55); In re Am. Apparel, Inc.,



No. 15-12055 (Bankr. D. Del. Oct. 6, 2015) (Docket No. 78); In re Alpha Natural Res., Inc., No. 15-33896 (Bankr. E.D. Va. Aug. 5, 2015) (Docket No. 106); In re Cal Dive Int'l, Inc., No. 15-10458 (Bankr. D. Del. Mar. 6, 2015) (Docket No. 60); In re NII Holdings, Inc., No. 14-12611 (Bankr. S.D.N.Y. Sept. 16, 2014) (Docket No. 29); In re St. Francis' Hosp., Poughkeepsie, NY, No. 13-37725 (Bankr. S.D.N.Y. Jan. 28, 2014) (Docket No. 192); In re Arcapita Bank B.S.C.(C), No. 12-11076 (Bankr. S.D.N.Y. Mar. 22, 2012) (Docket No. 19); In re Oldco M Corp., No. 09-13412 (Bankr. S.D.N.Y. May 29, 2009) (Docket No. 76); In re Mark IV Indus., Inc., No. 09-12795 (Bankr. S.D.N.Y. May 4, 2009) (Docket No. 49); In re Chrysler LLC, No. 09-50002 (Bankr. S.D.N.Y. May 4, 2009) (Docket No. 213).<sup>3</sup>

***Request for Approval of Code Protections Procedures***

19. Given the vulnerability of the Debtors' business and operations to immediate disruption if parties violate the Code Protections, the Debtors seek authority to implement a process to formally and expeditiously address violations of the Code Protections and propose that the following procedures (the "Code Protections Procedures") be implemented. If, in the Debtors' reasonable judgment, a party (such party, a "Non-Compliant Party") has violated the Code Protections in any manner, the Debtors may: (a) file a notice (a "Notice of Non-Compliance"), substantially in the form attached hereto as Exhibit A, setting forth (i) the identity of the Non-Compliant Party, (ii) the Debtors' belief that the Non-Compliant Party has violated the Code Protections and (iii) the nature of such violation; and (b) seek the entry of an order (an "Order to Show Cause"), substantially in the form attached hereto as Exhibit B, requiring the Non-Compliant Party to appear before the Court and show cause why it should not be found to have violated the Code Protections.

---

<sup>3</sup> Unreported orders cited herein are not attached to this Motion. Copies of these orders will be made available to the Court or other parties upon request made to the Debtors' counsel.

20. Similar procedures ensuring interested parties' compliance with certain of the Code Protections have been approved in this and other districts. See, e.g., In re Noranda Aluminum, Inc., No. 16-10083 (Bankr. E.D. Mo. Feb. 11, 2016) (Docket No. 102) (approving code protections procedures similar to those requested herein); In re Arch Coal, Inc., No. 16-40120 (Bankr. E.D. Mo. Jan. 13, 2016) (Docket No. 70) (same); accord In re Alpha Natural Res., Inc., No. 15-33896 (Bankr. E.D. Va. Aug. 5, 2015) (Docket No. 106) (same).

### **Notice**

21. Notice of this Motion has been given to: (a) Davis Polk & Wardwell LLP and Bryan Cave LLP as counsel to Citibank, N.A. as Administrative Agent for the First Lien Secured Credit Facility and the Debtors' proposed debtor in possession secured credit facility; (b) Brown Rudnick LLP, as counsel to Wilmington Savings Fund Society, FSB as prospective trustee and collateral agent for the Secured Second Lien Notes; (c) Foley & Lardner LLP, as counsel to Wilmington Trust Company as prospective Indenture Trustee for the Unsecured Notes;<sup>4</sup> (d) Robinson & Cole LLP, as counsel to U.S. Bank as resigning trustee and collateral agent for the Second Lien Notes, the Unsecured Notes and the Convertible Notes;<sup>5</sup> (e) counsel to any ad hoc committees; (f) the Debtors' 50 largest unsecured creditors; (g) Mayer Brown LLP, as counsel to PNC Bank, N.A., as Administrator under the Debtors' prepetition accounts receivable securitization facility; (h) the United Mine Workers of America; (i) the Office of the United States Trustee for the Eastern District of Missouri; (j) the Internal Revenue Service; (k) the Securities and Exchange Commission; (l) the United States Department of the Interior; (m) the

---

<sup>4</sup> These include the: (i) 6.00% Senior Notes due November 2018; (ii) 6.50% Senior Notes due September 2020; (iii) 6.25% Senior Notes due September 2021; and the (iv) 7.875% Senior Notes due November 2026.

<sup>5</sup> These include the: (i) 6.00% Senior Notes due November 2018; (ii) 6.50% Senior Notes due September 2020; (iii) 6.25% Senior Notes due September 2021; (iv) 7.875% Senior Notes due November 2026; and the (v) Convertible Junior Subordinated Debentures due December 2066.

United States Department of Labor; (n) the United States Attorney's Office for the Eastern District of Missouri; and (o) Pension Benefit Guaranty Corporation (collectively, the "Notice Parties"). In light of the nature of the relief requested, the Debtors submit that no further notice is necessary.

**No Prior Request**

22. No prior request for the relief sought in this Motion has been made to this or any other Court in connection with these chapter 11 cases.

WHEREFORE, the Debtors respectfully request that the Court: (i) enter an order, substantially in the form that was submitted to the Court, granting the relief requested herein; and (ii) grant such other and further relief to the Debtors as the Court may deem just and proper.

Dated: April 13, 2016  
St. Louis, Missouri

Respectfully submitted,

/s/ Steven N. Cousins  
Steven N. Cousins, MO 30788  
Susan K. Ehlers, MO 49855  
Armstrong Teasdale LLP  
7700 Forsyth Boulevard, Suite 1800  
St. Louis, MO 63105  
Telephone: (314) 621-5070  
Facsimile: (314) 612-2239  
Email: [scousins@armstrongteasdale.com](mailto:scousins@armstrongteasdale.com)  
Email: [sehlers@armstrongteasdale.com](mailto:sehlers@armstrongteasdale.com)

Heather Lennox (*pro hac vice* pending)  
Jones Day  
North Point  
901 Lakeside Avenue  
Cleveland, OH 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212

Amy Edgy (*pro hac vice* pending)  
Daniel T. Moss (*pro hac vice* pending)  
Jones Day  
51 Louisiana Avenue, N.W.  
Washington, D.C. 20001-2113  
Telephone: (202) 879-3939  
Facsimile: (202) 626-1700

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**SCHEDULE 1**

	<b>Debtor's Name</b>	<b>Debtor's EIN Number</b>
1.	Peabody Energy Corporation	13-4004153
2.	American Land Development, LLC	20-3405570
3.	American Land Holdings of Colorado, LLC	26-3730572
4.	American Land Holdings of Illinois, LLC	30-0440127
5.	American Land Holdings of Indiana, LLC	20-2514299
6.	American Land Holdings of Kentucky, LLC	20-0766113
7.	American Land Holdings of New Mexico, LLC	32-0478983
8.	American Land Holdings of West Virginia, LLC	20-5744666
9.	Arid Operations, Inc.	84-1199578
10.	Big Ridge, Inc.	37-1126950
11.	Big Sky Coal Company	81-0476071
12.	Black Hills Mining Company, LLC	32-0049741
13.	BTU Western Resources, Inc.	20-1019486
14.	Caballo Grande, LLC	27-1773243
15.	Caseyville Dock Company, LLC	20-8080107
16.	Central States Coal Reserves of Illinois, LLC	43-1869432
17.	Central States Coal Reserves of Indiana, LLC	20-3960696
18.	Century Mineral Resources, Inc.	36-3925555
19.	Coal Reserve Holding Limited Liability Company No. 1	43-1922737
20.	COALSALES II, LLC	43-1610419
21.	Colorado Yampa Coal Company, LLC	95-3761211
22.	Conservancy Resources, LLC	20-5744701
23.	Cottonwood Land Company	43-1721982
24.	Cyprus Creek Land Company	73-1625890
25.	Cyprus Creek Land Resources LLC	75-3058264
26.	Dyson Creek Coal Company, LLC	43-1898526
27.	Dyson Creek Mining Company, LLC	20-8080062
28.	El Segundo Coal Company, LLC	20-8162824
29.	Empire Land Holdings, LLC	61-1742786
30.	Falcon Coal Company, LLC	35-2006760
31.	Four Star Holdings, LLC	30-0885825
32.	Francisco Equipment Company, LLC	37-1805119
33.	Francisco Land Holdings Company, LLC	36-4831111
34.	Francisco Mining, LLC	30-0922117
35.	Gallo Finance Company, LLC	43-1823616
36.	Gold Fields Chile, LLC	13-3004607
37.	Gold Fields Mining, LLC	36-2079582
38.	Gold Fields Ortiz, LLC	22-2204381
39.	Hayden Gulch Terminal, LLC	86-0719481
40.	Highwall Mining Services Company	20-0010659
41.	Hillside Recreational Lands, LLC	32-0214135
42.	HMC Mining, LLC	43-1875853
43.	Illinois Land Holdings, LLC	26-1865197
44.	Independence Material Handling, LLC	43-1750064
45.	James River Coal Terminal, LLC	55-0643770
46.	Juniper Coal Company, LLC	43-1744675
47.	Kayenta Mobile Home Park, Inc.	86-0773596
48.	Kentucky Syngas, LLC	26-1156957
49.	Kentucky United Coal, LLC	35-2088769
50.	Lively Grove Energy, LLC	20-5752800
51.	Lively Grove Energy Partners, LLC	26-0180403
52.	Marigold Electricity, LLC	26-0180352
53.	Midco Supply and Equipment Corporation	43-6042249
54.	Midwest Coal Acquisition Corp.	20-0217640
55.	Midwest Coal Reserves of Illinois, LLC	20-3960648

	Debtor's Name	Debtor's EIN Number
56.	Midwest Coal Reserves of Indiana, LLC	20-3405958
57.	Midwest Coal Reserves of Kentucky, LLC	20-3405872
58.	Moffat County Mining, LLC	74-1869420
59.	Mustang Energy Company, LLC	43-1898532
60.	New Mexico Coal Resources, LLC	20-3405643
61.	NM Equipment Company, LLC	36-4821991
62.	Pacific Export Resources, LLC	27-5135144
63.	Peabody America, LLC	93-1116066
64.	Peabody Archveyor, L.L.C.	43-1898535
65.	Peabody Arclar Mining, LLC	31-1566354
66.	Peabody Asset Holdings, LLC	20-3367333
67.	Peabody Bear Run Mining, LLC	26-3582291
68.	Peabody Bear Run Services, LLC	26-3725923
69.	Peabody Caballo Mining, LLC	83-0309633
70.	Peabody Cardinal Gasification, LLC	20-5047955
71.	Peabody China, LLC	43-1898525
72.	Peabody Coalsales, LLC	20-1759740
73.	Peabody COALTRADE International (CTI), LLC	20-1435716
74.	Peabody COALTRADE, LLC	43-1666743
75.	Peabody Colorado Operations, LLC	20-2561644
76.	Peabody Colorado Services, LLC	26-3723774
77.	Peabody Coulterville Mining, LLC	20-0217834
78.	Peabody Development Company, LLC	43-1265557
79.	Peabody Electricity, LLC	20-3405744
80.	Peabody Employment Services, LLC	26-3730348
81.	Peabody Energy Generation Holding Company	73-1625891
82.	Peabody Energy Investments, Inc.	68-0541702
83.	Peabody Energy Solutions, Inc.	43-1753832
84.	Peabody Gateway North Mining, LLC	27-2294407
85.	Peabody Gateway Services, LLC	26-3724075
86.	Peabody Holding Company, LLC	74-2666822
87.	Peabody Holdings (Gibraltar) Limited	20-5543587
88.	Peabody IC Funding Corporation	46-2326991
89.	Peabody IC Holdings, LLC	30-0829603
90.	Peabody Illinois Services, LLC	26-3722638
91.	Peabody Indiana Services, LLC	26-3724339
92.	Peabody International Investments, Inc.	26-1361182
93.	Peabody International Services, Inc.	20-8340434
94.	Peabody Investments Corp.	20-0480084
95.	Peabody Magnolia Grove Holdings, LLC	61-1683376
96.	Peabody Midwest Management Services, LLC	26-3726045
97.	Peabody Midwest Mining, LLC	35-1799736
98.	Peabody Midwest Operations, LLC	20-3405619
99.	Peabody Midwest Services, LLC	26-3722194
100.	Peabody Mongolia, LLC	20-8714315
101.	Peabody Natural Gas, LLC	43-1890836
102.	Peabody Natural Resources Company	51-0332232
103.	Peabody New Mexico Services, LLC	20-8162939
104.	Peabody Operations Holding, LLC	26-3723890
105.	Peabody Powder River Mining, LLC	43-0996010
106.	Peabody Powder River Operations, LLC	20-3405797
107.	Peabody Powder River Services, LLC	26-3725850
108.	Peabody PowerTree Investments, LLC	20-0116980
109.	Peabody Recreational Lands, L.L.C.	43-1898382
110.	Peabody Rocky Mountain Management Services, LLC	26-3725390
111.	Peabody Rocky Mountain Services, LLC	20-8162706
112.	Peabody Sage Creek Mining, LLC	26-3730653
113.	Peabody School Creek Mining, LLC	20-3585831

	Debtor's Name	Debtor's EIN Number
114.	Peabody Services Holdings, LLC	26-3726126
115.	Peabody Southwest, LLC	20-5744732
116.	Peabody Southwestern Coal Company, LLC	43-1898372
117.	Peabody Terminal Holding Company, LLC	26-1087861
118.	Peabody Terminals, LLC	31-1035824
119.	Peabody Trout Creek Reservoir LLC	30-0746873
120.	Peabody Twentymile Mining, LLC	26-3725223
121.	Peabody Venezuela Coal Corp.	43-1609813
122.	Peabody Venture Fund, LLC	20-3405779
123.	Peabody-Waterside Development, L.L.C.	75-3098342
124.	Peabody Western Coal Company	86-0766626
125.	Peabody Wild Boar Mining, LLC	26-3730759
126.	Peabody Wild Boar Services, LLC	26-3725591
127.	Peabody Williams Fork Mining, LLC	20-8162742
128.	Peabody Wyoming Gas, LLC	20-5744610
129.	Peabody Wyoming Services, LLC	26-3723011
130.	PEC Equipment Company, LLC	20-0217950
131.	PG INVESTMENTS SIX, L.L.C.	43-1898530
132.	Point Pleasant Dock Company, LLC	20-0117005
133.	Pond River Land Company	73-1625893
134.	Porcupine Production, LLC	43-1898379
135.	Porcupine Transportation, LLC	43-1898380
136.	Riverview Terminal Company	13-2899722
137.	Sage Creek Holdings, LLC	26-3286872
138.	Sage Creek Land & Reserves, LLC	38-3936826
139.	School Creek Coal Resources, LLC	20-2902073
140.	Seneca Coal Company, LLC	84-1273892
141.	Seneca Property, LLC	36-4820253
142.	Shoshone Coal Corporation	25-1336898
143.	Southwest Coal Holdings, LLC	37-1794829
144.	Star Lake Energy Company, L.L.C.	43-1898533
145.	Sugar Camp Properties, LLC	35-2130006
146.	Thoroughbred Generating Company, L.L.C.	43-1898534
147.	Thoroughbred Mining Company LLC.	73-1625889
148.	Twentymile Coal, LLC	95-3811846
149.	Twentymile Equipment Company, LLC	38-3982017
150.	Twentymile Holdings, LLC	38-3937156
151.	United Minerals Company, LLC	35-1922432
152.	West Roundup Resources, LLC	20-2561489
153.	Wild Boar Equipment Company, LLC	32-0488114
154.	Wild Boar Land Holdings Company, LLC	36-4831131

**Exhibit A**

**Proposed Notice of Non-Compliance**



UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

In re:

Peabody Energy Corporation, et al.,  
Debtors.

Case No. 16-42529

CHAPTER 11

(Jointly Administered)

Related to Docket No. \_\_\_\_\_

**NOTICE OF NON-COMPLIANCE**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On April 13, 2016 (the "Petition Date"), PEC and its debtor affiliates commenced voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. On April 13, 2016, the above-captioned debtors (collectively, the "Debtors") filed their Motion of the Debtors and Debtors in Possession, Pursuant to Section 105(a) of the Bankruptcy Code, for an Order (I) Confirming the Protections of Sections 362, 365 and 525 of the Bankruptcy Code and (II) Granting Certain Related Relief (the "Motion"). On \_\_\_\_\_, 2016, the United States Bankruptcy Court for the Eastern District of Missouri (the "Bankruptcy Court") entered an order granting the relief requested in the Motion (\_\_\_\_\_) (the "Order").

3. Pursuant to paragraph \_\_ of the Order, the Debtors have identified \_\_\_\_\_ as a "Non-Compliant Party" (as such term is defined in the Motion) due to the Non-Compliant Party's violation of one or more of sections 362, 365 or 525 of the Bankruptcy Code (the "Code Protections"). Specifically, the Debtors believe that the Non-Compliant Party has [\_\_\_\_\_].

4. Contemporaneously herewith, the Debtors are filing a proposed Order to Show Cause requesting that the Bankruptcy Court order the Non-Compliant Party to appear before the Bankruptcy Court at a hearing to be held at \_\_\_\_\_.m., Central Time, on \_\_\_\_\_, 2016, before the Honorable \_\_\_\_\_, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom \_\_\_\_\_, 111 South 10th Street, 4th Floor, St. Louis, MO 63102, and demonstrate why the Non-Compliant Party should not be held in violation of the Code Protections.

***[Remainder of Page Left Blank Intentionally]***

Dated: April 13, 2016  
St. Louis, Missouri

Respectfully submitted,

DRAFT

Steven N. Cousins, MO 30788  
Susan K. Ehlers, MO 49855  
Armstrong Teasdale LLP  
7700 Forsyth Boulevard, Suite 1800  
St. Louis, MO 63105  
Telephone: (314) 621-5070  
Facsimile: (314) 621-5065  
Email: scousins@armstrongteasdale.com  
Email: sehellers@armstrongteasdale.com

Heather Lennox (*pro hac vice* pending)  
Jones Day  
North Point  
901 Lakeside Avenue  
Cleveland, OH 44114  
Telephone: (216) 586-3939  
Facsimile: (216) 579-0212  
Email: hlennox@jonesday.com

Amy Edgy (*pro hac vice* pending)  
Daniel T. Moss (*pro hac vice* pending)  
Jones Day  
51 Louisiana Avenue, N.W.  
Washington, D.C. 20001-2113  
Telephone: (202) 879-3939  
Facsimile: (202) 626-1700  
Email: aedgy@jonesday.com  
Email: dtmoss@jonesday.com

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**Exhibit B**

**Proposed Order to Show Cause**

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

In re:

Peabody Energy Corporation, et al.,  
Debtors.

Case No. 16-42529

CHAPTER 11

(Jointly Administered)

Related to Docket No. \_\_\_\_\_

**ORDER TO SHOW CAUSE**

This matter coming before the Court on the Notice of Non-Compliance dated \_\_\_\_\_, 2016 (the "Notice"), filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Notice and the Order, Pursuant to Section 105(a) of the Bankruptcy Code, (I) Confirming the Protections of Sections 362, 365 and 525 of the Bankruptcy Code and (II) Granting Certain Related Relief (the "Order") pursuant to which the Notice was filed; and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri; (ii) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iv) the Notice provided for herein is sufficient under the circumstances; and (v) the Debtors have complied with the terms and conditions set forth in the Order;

**IT IS HEREBY ORDERED THAT:**

1. \_\_\_\_\_, who is identified by the Debtors as a "Non-Compliant Party" in the Notice, is hereby ordered, at a hearing to be conducted before this Court at \_\_\_\_\_ .m., Central Time on \_\_\_\_\_, 2016, before the Honorable \_\_\_\_\_, United

States Bankruptcy Judge, in the Bankruptcy Court, Courtroom \_\_\_\_, 111 South 10th Street, 4th Floor, St. Louis, MO 63102 (the "Hearing"), to show cause why the Non-Compliant Party should not be held to have violated sections 362, 365 and/or 525 of the Bankruptcy Code, as identified in the Notice.

2. Service of this Order to Show Cause is to be made by the Debtors upon (i) the Non-Compliant Party, (ii) the Office of the United States Trustee for the Eastern District of Missouri and (iii) counsel for any official committee of unsecured creditors appointed in these cases pursuant to section 1102 of the Bankruptcy Code.

3. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the interpretation, implementation and enforcement of this Order.

Dated: \_\_\_\_\_  
St. Louis, Missouri

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE